

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL
OMB Number 3235-0076

OMB Number 3235-0076 Expires: May 31, 2005

Estimated average burden hours per response

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STATE OR A ENTITED OF LEATING EXEMIT 1101				
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  January 2007 Private Placement				
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 505 Rule 506 Rule 50				
Type of Filing: New Filing Amendment				
A. BASICIDENHILICATION DAIN JULY 1 (8 2000)				
1. Enter the information requested about the issuer				
Name of Issuer ( check if this is an amendment and name has changed, and indicate change				
Gold Canyon Resources Inc.				
Address of Executive Offices (Number and Street, City, State, Zip Code)				
#810 – 609 Granville Street, Vancouver, British Columbia V7Y 1G5 (604) 682-3234				
Address of Principal Business Operations (Number and Street, City, State, Zip Code)  Same  (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)				
Brief Description of Business				
Mining exploration				
Type of Business Organization				
☐ corporation ☐ limited partnership, already formed ☐ other (please specify):				
business trust				
Month Year THOMSON				
Actual or Estimated Date of Incorporation or Organization:  Month Year  0 7  8 5  Actual FINANCIA				
Jurisdiction of Incorporation or Organization: • (Enter two-letter U.S. Postal Service Abbreviation for State: CN for Canada; FN for other foreign jurisdiction)				
GENERAL INSTRUCTIONS				
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).				
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.				
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.				
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.				
Information Required. A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.				
Filing Fee: There is no federal filing fee.				
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.  ATTENTION				
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such				
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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

exemption is predicated on the filing of a federal notice.

## A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Director Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Levinson, Akiko Business or Residence Address (Number and Street, City, State, Zip Code) 1807 West 14th Avenue Vancouver, B.C. V6J 2JB Check Box(es) that Apply Promoter Beneficial Owner Executive Officer □ Director General and/or , Full Name (Last name first, if individual) Schmitz, Ron Business or Residence Address (Number and Street, City, State, Zip Code) 579 West 22nd Avenue Vancouver, B.C. V5Z 1Z4 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Managing Partner Full Name (Last name first, if individual) Carrington, Robert G. Business or Residence Address (Number and Street, City, State, Zip Code) 3025 Fairlands Drive Reno, Nevada 89523 Check Box(es) that Apply: 1 Promoter General and/or □ Beneficial Owner Executive Officer Diréctor -Managing Partner Full Name (Last name first, if individual) Obolensky, Ivan Business or Residence Address (Number and Street, City, State, Zip Code) 42nd Floor, 140 Broadway New York, New York 1005 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director 💤 🔲 General and/or Managing Partner Full Name (Last name first, if individual) Riesmeyer, Duncan Business or Residence Address (Number and Street, City, State, Zip Code) 1948 Quail Run Loop NE Albuquerque NM 87122 Check Box(es) that Apply: Promoter Beneficial Owner : Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Vincent Della Volpe Business or Residence Address (Number and Street, City, State, Zip Code) 32 Evergreen Drive Lincoln Park, NJ 07035

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

☐ Executive Officer

Director '

Managing Partner

Beneficial Owner

Check Box(es) that Apply: Promoter

Goodman & Company Investment Counsel Limited

Business or Residence Address (Number and Street, City, State, Zip Code) 55th Floor, Scotial Plaza, 40 King Street West Toronto, Ontario M5H 4A9

Full Name (Last name first, if individual)

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1. He she is a second and a she is a second to call to man a second it of issues as the official of							Yes					
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							·····	Ø				
Answer also in Appendix, Column 2, if filing under ULOE.								\$5.00	30 00 ±			
2. What is the minimum investment that will be accepted from any individual?							Yes					
3. Does th	he offering i	nermit ioint	ownership o	of a single u	ınit?					***************************************		
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similar	remunerati	on for solic	itation of pu	rchasers in	connection v	with sales of	securities in	n the offerin	g. If a perso	on to be liste	d is an	
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NA												
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(Check "A	Il States" or	check indi	vidual States	s)	*******						☐ AI	1 States
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Full Name	(Last name	first, if ind	ividual)									
Business or	r Residence	Address (N	lumber and S	Street, City,	State, Zip C	Code)	•				-	
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			(Use blanl	k sheet, or c	opy and use	additional (	copies of thi	s sheet, as n	ecessary.)			

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<sup>\*</sup> Unless otherwise agreed and approved

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Type of Security Offering Price Sold Debt ...... \$0 \$0 Equity ..... \$ 348,400.00 \$ 348,400.00 Common Preferred Convertible Securities (including warrants) \$ 522,600.00 Partnership Interests Other (Specify:)..... \$ 348,400.00 Total ..... \$871,000.00 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases 871,000.00 Accredited Investors ..... Non-accredited Investors 0 Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of offering Security Sold Rule 505 ..... Regulation A ..... Rule 504 ..... Total ..... S a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees ..... Printing and Engraving Costs ..... 0 Legal Fees ..... 6,500.00 Accounting Fees .....  $\boxtimes$ S Engineering Fees .....  $\boxtimes$ 0 Sales Commissions (specify finders' fees separately) 冈 S 0 Other Expenses (identify) Finder's fee)  $\boxtimes$ \$ 4,560.00

Total .....

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11,060.00

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the

Issuer (Print or Type). Gold Canyon Resources Inc.	Signature Kon Klonis	Date January /O, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Ron Schmitz	Chief Financial Officer	

Intentional misstatements or omissions federal violations. (See 18 U.S.C. 1001.) of fact constitute criminal